# FORM D

**RECEIVED** NOTICE OF SALE OF SECURITIES

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

# FORM D

PURSUANT TO REGULATION D. **SECTION 4(6), AND/OR** 

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OMB APPROVAL

OMB Number:

3235-0076

Expires:

April 30, 2008

Estimated average burden

hours per response ........... 16.00

SEC US	E ONLY
Prefix	Serial
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	1

UNIFORM LIMITED OFFERING EXEMPTION ( check if this is an amendment and name has changed, and indicate change.) Name of Offering Sale of mineral and/or overriding royalty interests by Chevron U.S.A. Inc. Filing Under (Check box(es) that apply): ☐ Rule 504 ☐ Rule 505 ☐ Rule 506 ☐ Section 4(6) ☐ ULOE New Filing ☐ Amendment Type of Filing: A. BASIC IDENTIFICATION DATA 1. Enter the information requested about the issuer Name of issuer ( check if this is an amendment and name has changed, and indicate change.) Chevron U.S.A. Inc. Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) 6001 Bollinger Canyon Rd., San Ramon, CA 94583-2324 925-842-2802 Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) (if different from Executive Offices) 832-854-4686 1500 Louisiana Street, Houston, TX 77002 Brief Description of Business Engage in all branches of the petroleum industry as well as mineral, geothermal and other energy activities. Operations are carried out through various divisions Type of Business Organization corporation limited partnership, already formed other (please specify): business trust ☐ limited partnership, to be formed Month Year Actual or Estimated Date of Incorporation or Organization: [08] [1922] Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction) [P][A]

## GENERAL INSTRUCTIONS

### Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6). When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering, A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

# ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

SEC 1972 (6-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

1 of 7



		A. BASIC IDENTII	TICATION DATA		<u> </u>		
2. Enter the information requ	ested for the following	ng:					
<ul> <li>Each promoter of the issuer, if the issuer has been organized within the past five years;</li> </ul>							
• Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer.							
• Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and							
<ul> <li>Each general and management</li> </ul>	ging partner of partne	ership issuers.					
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner	☐ Executive Officer	Director	General and/or		
					Managing Partner		
Full Name (Last name fist, if i	individual)			-			
Chevron U.S.A. Holdings Inc.	,						
Business or Residence Addres	s (Number and Stree	t, City, State, Zip Code)					
6001 Bollinger Canyon Rd., S							
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner	☐ Executive Officer	Director	General and/or		
Check Dox(es) that Apply.	1 tomotes	27 Denencial Owner	Executive Officer	Director	Managing Partner		
E 11 N /L			<del></del>				
Full Name (Last name fist, if i Texaco Exploration and Produ							
Business or Residence Addres	s (Number and Stree	et. City. State. Zip Code)	·				
6001 Bollinger Canyon Rd., S	•						
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☑ Director	General and/or		
Check Box(es) that Apply.	romoter	Denencial Owner	Executive Officer	ZZ Director	Managing Partner		
F-1131	. 41 - 15	· · · · · · · · · · · · · · · · · · ·					
Full Name (Last name fist, if i Beebe, Lydia I.	maiviauai)						
Business or Residence Addres	S (Number and Stree	t City State Zin Code)					
6001 Bollinger Canyon Rd., S	•						
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	☑ Director	☐ General and/or		
					Managing Partner		
Full Name (Last name fist, if individual)							
Bindra, Jagjeet S.							
Business or Residence Address (Number and Street, City, State, Zip Code)							
6001 Bollinger Canyon Rd., San Ramon, CA 94583-2324							
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	General and/or		
( ) 11 2	_	_	_	_	Managing Partner		
Full Name (Last name fist, if i	individual)						
Foehr, Matthew J.	individual)						
	21 1 12	0.		<del></del>			
Business or Residence Address							
6001 Bollinger Canyon Rd., S	an Ramon, CA 9438	3-2324					
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	Executive Officer	□ Director	☐ General and/or		
					Managing Partner		
Full Name (Last name fist, if i	individual)				•		
Thornton, Thomas R.							
Business or Residence Address	s (Number and Stree	et City State Zin Code)					
1500 Louisiana, Houston, TX		n, ony, state, zip code)	•				
Check Box(es) that Apply:	Promoter	Beneficial Owner		□ Director     □ Director	General and/or		
eneck box(es) that Apply.	- Fromoter	Deneticial Owner	NA EXECUTIVE OTHER	M Director	Managing Partner		
E HNI /I · · · · · · · · · · · · · · · · · ·	. 1: :1 1						
Full Name (Last name fist, if individual)							
Wilcox, Raymond I.							
Business or Residence Address (Number and Street, City, State, Zip Code)							
1500 Louisiana, Houston, TX 77002							

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		A. BASIC IDENTIF	ICATION DATA		and the second s	
Enter the information requeste	_		_			
• Each promoter of the issuer, if the issuer has been organized within the past five years;						
• Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer.						
<ul> <li>Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and</li> <li>Each general and managing partner of partnership issuers.</li> </ul>						
			Mrioer	□ D'	П С11/-	
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner	⊠Executive Officer	Director	General and/or Managing Partner	
Full Name (Last name fist, if i	ndividual)					
Barry, Lisa B.						
Business or Residence Addres	s (Number and Street	t, City, State, Zip Code)	<u></u>			
1401 Eye St. NW, Washington			•			
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	Executive Officer	☐ Director	General and/or	
Check Don(es) mat rippiy.		Denencial Owner	ZZ Excentive Officer	Director	Managing Partner	
Full Name (Last name fist, if i	ndividual)					
Farrand, Stephen J.	naividuai)					
Business or Residence Addres	s (Number and Street	t, City, State, Zip Code)				
2005 Diamond Blvd., Concord	l, CA 74520					
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	☐ General and/or	
( ) 11 7		_	_	_	Managing Partner	
Full Name (Last name fist, if i	ndividual)					
Hagstrom, Gary H.	narrada.,					
Business or Residence Address	c (Number and Street	t City State Zin Code)				
6001 Bollinger Canyon Rd., S.	•					
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	☐ Director	General and/or	
Check Dox(es) that rippiy.	romoter	Belieficial Owner	ZA Executive Officer	_ Director	Managing Partner	
Eull Name (Last name fiet if i	ndividual)					
Full Name (Last name fist, if i Lonergan, Leo	iiuiviuuai)					
	0.1 1 10					
Business or Residence Address (Number and Street, City, State, Zip Code) 6101 Bollinger Canyon Rd., San Ramon, CA 94583-2324						
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner	Executive Officer	☐ Director	General and/or	
					Managing Partner	
Full Name (Last name fist, if i	ndividual)					
Paul, Donald						
Business or Residence Address	s (Number and Street	t, City, State, Zip Code)				
6001 Bollinger Canyon Rd., S	an Ramon, CA 94583	3-2324				
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or	
					Managing Partner	
Full Name (Last name fist, if i	ndividual)					
Payne, Haywood A.	,					
Business or Residence Addres	s (Number and Street	t City State Zin Code)				
2613 Camino Ramon, San Ran						
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	☐ Director	General and/or	
. ,				-	Managing Partner	
Full Name (Last name fist, if individual)						
Scott, Edward B.						
Business or Residence Address (Number and Street, City, State, Zip Code)						
6001 Bollinger Canyon Rd., San Ramon, CA 94583-2324						
both Bollinger Carryon Ra, Gair Ramon, GTV 71505-2521						

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	Atterna	A. BASIC IDENTIF	ICATION DATA					
Enter the information requested for the following:								
<ul> <li>Each promoter of the issuer, if the issuer has been organized within the past five years;</li> <li>Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer.</li> </ul>								
		rate issuers and of corporate g	· · · · · · · · · · · · · · · · · · ·					
• Each general and mana								
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	Executive Officer	Director	☐ General and/or Managing Partner			
Full Name (Last name fist, if Taylor, Walker C.	individual)							
Business or Residence Address 6001 Bollinger Canyon Rd., S		•						
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner		Director	General and/or Managing Partner			
Full Name (Last name fist, if Williams, Warner M.	individual)							
Business or Residence Addre 9525 Camino Media, Bakersf		et, City, State, Zip Code)						
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	Executive Officer	Director	General and/or Managing Partner			
Full Name (Last name fist, if	individual)							
Business or Residence Addre	ss (Number and Stree	et, City, State, Zip Code)						
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	Director	☐ General and/or  Managing Partner			
Full Name (Last name fist, if	Full Name (Last name fist, if individual)							
Business or Residence Addre	ss (Number and Stree	et, City, State, Zip Code)						
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner			
Full Name (Last name fist, if	individual)							
Business or Residence Addre	ss (Number and Stree	et, City, State, Zip Code)						
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner			
Full Name (Last name fist, if individual)								
Business or Residence Address (Number and Street, City, State, Zip Code)								
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	Director	General and/or Managing Partner			
Full Name (Last name fist, if individual)								
Business or Residence Address (Number and Street, City, State, Zip Code)								
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								10000.000			es	No
Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?  Answer also in Appendix, Column 2, if filing under ULOE						L		$\boxtimes$				
2 What is	s the minim	ım investme	nt that will b				11 ming u			\$	N/A	
				-	•						es	No
		-	-	-							₫	
or simi listed i of the l	lar remuner s an associa broker or de	ation for sol ted person o aler. If more	icitation of p r agent of a l	ourchasers in proker or dea persons to b	connection der registere	with sales of with the Si	given, direct of securities i EC and/or we ersons of sucl	n the offerin	g. If a perso states, list th	n to be ie name	W-1-1-1-1	
Full Name EnergyNet	•	fist, if indiv	ídual)									
		-	lumber and S lo, Texas 79		State, Zip Co	de)						
Name of A	Associated B	roker or Dea	aler									
					olicit Purcha					Г	☐ All States	
(Circ	ok 7th Stat	es of effect	marriada: 5	tates)							_ 7 m otates	
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⊠ MT	☑ NE	⊠ NV	☐ NH	⊠NJ	⊠NM	☐ NY	☐ NC	⊠ND	⊠он	⊠ ok	OR	⊠PA
□ RI 	□ SC	⊠ SD	⊠ TN	⊠TX	☑ UT	□ VT	⊠VA ————	□ WA	⊠ wv 	⊠ WI	⊠ WY	□ PR 
Full Name	(Last name	fist, if indiv	idual)									
Business	or Residence	Address (N	Tumber and S	Street, City, S	State, Zip Co	de)						
Name of A	Associated B	roker or Dea	aler									
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(Che	eck "All Stat	es" or check	individual S	tates)			•••••				All States	
☐ AL	☐ AK	□ AZ	☐ AR	□ CA	□со	□ст	☐ DE	DC	☐ FL	□GA	□ні	
□ IL □ MT	□ IN □ NE	□ IA □ NV	□ KS □ NH	□ KY □ NJ	☐ LA ☐ NM	☐ ME ☐ NY	☐ MD ☐ NC	□ MA □ ND	□ MI □ OH	☐ MN ☐ OK	☐ MS ☐ OR	□ MO □ PA
□RI	□ sc	□SD	☐ TN	TX	UT	□ VT	□ VA	□ WA	□wv	□wi	□wY	□ PR
Full Name	(Last name	fist, if indiv	ridual)									
Business of	or Residence	: Address (N	Jumber and S	Street, City, S	State, Zip Co	de)					· · · · · · · · · · · · · · · · · · ·	
Business or Residence Address (Number and Street, City, State, Zip Code)												
Name of Associated Broker or Dealer												
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)												
□AL	□AK	☐ AZ	□ AR	□ CA	□ co	☐ CT	☐ DE	□ DC	☐ FL	□GA	□ні	
	☐ IN	☐ IA	□ KS	☐ KY	☐ LA	☐ ME	$\square$ MD	☐ MA	☐ MI	☐ MN	$\square$ MS	☐ MO
□ MT □ RI	☐ NE ☐ SC	□ NV □ SD	□ NH □ TN	□ ил □ тх	□ NM □ UT	□ NY □ VT	□ NC □ VA	□ ND □ WA	□ OH □ WV	□ ok □ wi	□ OR □ WY	□ PA □ PR

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS
5.	Enter the aggregate offering price of securities included in this offering and the total amount already

Type of Security	Aggreg Offering	
Debt		\$ 0
Equity	\$ 0	\$ 0
☐ Common ☐ Preferred	\$ 0	<b>\$</b> 0
Convertible Securities (including warrants)	\$0	\$ 0
Partnership Interests		<b>\$</b> 0
Other (Specify ) Mineral and/or Overriding Royalty Interests <sup>1</sup>		\$ 1,345.00
Total		•
Answer also in Appendix, Column 3, if filing under ULOE	• • • • • • • • • • • • • • • • • • •	* -J
Enter the number of accredited and non-accredited investors who have purchased securities in thi offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	te	
	Numl Invest	50 .5
Accredited Investors	3	\$ 1,345.00
Non-accredited Investors	0	\$ 0
Total (for filings under Rule 504 only)	<u>N/A</u>	\$ <u>N/A</u>
Answer also in Appendix, Column 4, if filing under ULOE		
7. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securitie sold by the issuer, to date, in offerings of the types indicted, in the twelve (12) months prior to the firs sale of securities in this offering. Classify securities by type listed in Part C — Question 1.		
Type of Offering	Type Secur	
Rule 505		\$ <u>N/A</u>
Regulation A	<u>N/A</u>	\$ <u>N/A</u>
Rule 504	<u>N/A</u>	\$ <u>N/A</u>
Total	<u>N/A</u>	\$ <u>N/A</u>
a. Furnish a statement of all expenses in connections with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is no known, furnish an estimate and check the box to the left of the estimate.	e	
Transfer Agent's Fees	🗵	\$ 0
Printing and Engraving Costs	🗵	\$ 0
Legal Fees	🗵	\$ 6.73
Accounting Fees	🛛	\$ 0
Engineering Fees		\$ 0
Sales Commissions (specify finders' fees separately)		\$ 40.35
Other Expenses (identify)		\$ 0
Total		\$ 47.08

<sup>&</sup>lt;sup>1</sup> Estimated sales occurring at an auction of the interests. THE COMPANY TAKES THE POSITION THAT THE INTERSTS OFFERED DO NOT MEET THE DEFINITION OF A SECURITY AND IS FILING THIS FORM D TO SECURE THE EXEMPTION PROVIDED BY RULE 506 IN THE EVENT THAT SUCH INTERESTS ARE DEEMED TO BE SECURITIES.

# C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

\$1,297.92

b. Enter the difference between the aggregate offering price given in response to Part C — Question 1 and the total expenses furnished in response to Part C — Question 4.a. This difference is the "adjusted gross proceeds to the issuer."...

9. Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C — Question 4.b above.

	Payments to Officers, Directors, & Affiliates	Payments to Others
Salaries and fees	\$ 0	\$ 0
Purchase of real estate	\$ 0	\$ 0
Purchase, rental or leasing and installation of machinery and equipment	\$ 0	. \$0
Construction or leasing of plant buildings and facilities	\$ 0	\$ 0
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another		
issuer pursuant to a merger)	\$ 0	\$ 0
Repayment of indebtedness	\$ 0	\$ 0
Working capital	\$ 0	\$ 0
Other (specify): General Operating Expenses	\$ 648.96	\$ 648.96
Column Totals	\$ 648.96	\$ 648.96
Total Payments Listed (column totals added)	⊠ \$	1,297.92

# D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type)	Signature	Date
Chevron U.S.A. Inc.	Marty H Jonn	8/17/05
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
Martin H. Forman	Assistant Secretary	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)